

NATIONAL RAILROAD PASSENGER CORPORATION

BOARD OF DIRECTORS

MINUTES OF MEETING

MAY 17, 2018

The Board of Directors of the National Railroad Passenger Corporation (Amtrak) met in the Board Room of the Corporation's headquarters located at 1 Massachusetts Ave., N.W., in Washington, D.C. on Thursday, May 17, 2018.

Board Members participating in the meeting were Anthony Coscia (Board Chairman), Richard Anderson (President & CEO, non-voting), Thomas Carper, Albert DiClemente, and Derek Kan (Undersecretary for Policy, U.S. Department of Transportation).

Paul Nissenbaum (FRA Associate Administrator) participated in the meeting.

Eleanor D. Acheson (Executive Vice President, Chief Legal Officer, General Counsel & Corporate Secretary), William N. Feidt (Executive Vice President, Chief Financial Officer), Stephen Gardner (Executive Vice President, Chief Commercial Officer), J. Timothy Griffin (Executive Vice President, Chief Marketing & Business Development Officer), Ken Hylander (Executive Vice President, Chief Safety Officer), Scot Naparstek (Executive Vice President, Chief Operating Officer), and D.J. Stadtler (Executive Vice President, Chief Administration Officer) participated in the meeting.

Byron Comati (Vice President, Corporate Planning), Darien Flowers (Special Assistant to the Undersecretary for Policy, U.S. Department of Transportation), Phil A. Hancock (Senior Assistant Corporate Secretary), and Bill Sheridan (Assistant Vice President, Market Research & Analysis) attended the meeting.

Mr. Coscia chaired the meeting and called it to order at 7:35 a.m. The minutes were recorded by Ms. Acheson and Mr. Hancock.

FLEET STRATEGY OVERVIEW

Mr. Comati outlined the 2018-2027 fleet plan strategy. He explained that Management has identified fleet replacement as a key strategy for ensuring Amtrak is a preferred choice for intercity travel. Mr. Comati said that Amtrak has an obligation to generate a fleet asset plan by February 2019 in compliance with the FAST Act and that a set of principles has been developed to drive the policy on fleet acquisition. He added that the fleet asset plan would be brought to the Board for approval by January 2019.

The Board reviewed the specifics for replacing the P-42/P-40 General Electric locomotives and the Amfleet I passenger cars. Mr. Anderson, Mr. Gardner, and Mr. Comati responded to questions.

After discussion, upon a motion made by Mr. DiClemente and seconded by Mr. Carper the Board voted to adopt the following resolutions:

WHEREAS, Amtrak Management has provided the Board of Directors a 2018-2027 Fleet Plan Strategy, including a statement of Goals and Principles and Financing Plan overview; and

WHEREAS, Amtrak Management has provided the Board of Directors material and information on the condition of Amtrak's diesel locomotive fleet and Amfleet I fleet; and

WHEREAS, Much of Amtrak's diesel locomotive fleet is materially aged, subject to frequent mechanical failures despite regular maintenance and rebuilds, and not in compliance with Tier 4 EPA emission standards; and

WHEREAS, Amtrak's Amfleet I railcars (458) were built in the mid-1970's, have recently been refreshed with new interiors but are structurally and mechanically near the end of their useful service life; and

WHEREAS, Management seeks authority to launch Amtrak's Fleet Plan Strategy with a request for proposal (RFP) for 50-75 new Tier 4 EPA emissions standards-meeting diesel locomotives (plus options sufficient to cover future service scenarios) and, simultaneously, with a request for information (RFI) for versatile, configurable, unpowered/powered/dual powered trainsets or other vehicles that could serve as a replacement

for Amfleet 1's and meet requirements of the ADA, Buy America, EPA emissions standards and Amtrak Sustainability Plan goals with an estimated cost ranging from \$450 to \$700 million; therefore, be it

RESOLVED, That the Board of Directors endorses and approves Amtrak's 2018-2027 Fleet Plan Strategy; and

FURTHER RESOLVED, That the Board of Directors approves Management's launch of the Amtrak's Fleet Plan Strategy with a request for proposal (RFP) for 50-75 new Tier 4 EPA emissions standards - meeting diesel locomotives (plus options) and, simultaneously, with a request for information (RFI) for versatile, configurable, unpowered/powered/dual powered trainsets meeting requirements of the ADA, Buy America, EPA emissions standards and Amtrak Sustainability Plan goals; and

FURTHER RESOLVED, That the Board of Directors authorizes the President & CEO, Executive Vice President and Chief Administration Officer, Executive Vice President and Chief Commercial Officer and Executive Vice President and Chief Financial Officer, and each of them, to take all necessary and appropriate actions to implement and advance the 2018-2027 Fleet Plan Strategy and the procurements described in these Resolutions; and

FURTHER RESOLVED, That the Board of Directors requires that said Officers of the Corporation regularly inform the Board of the progress of the Fleet Plan implementation and all material aspects of the procurements and, in accordance with Amtrak's Corporate Governance Policy, bring any agreement to acquire any new fleet to the Audit & Finance Committee and/or the Board, as appropriate, for approval.

(3-0-1) (Mr. Kan abstained.)

At 8:30 a.m., the Board took a brief break.

At 8:35 a.m., Chairman Coscia reconvened the meeting. Dennis Newman (Vice President, Scheduling & Consist Planning) joined the meeting.

NATIONAL NETWORK 2.0 IMPLEMENTATION

Mr. Gardner and Mr. Anderson updated the Board on the National Network 2.0 route structure initiative, goals, and next steps.

At 10:15 a.m., Mr. Kan and Mr. Flowers left the meeting. Gery Williams (Vice President, Chief Engineer) joined the meeting.

ENGINEERING EQUIPMENT ACQUISITION

Mr. Williams presented the Board with the Engineering Department's five-year equipment funding request. He explained that the department is currently unable to deliver the type of railroad passengers require due to equipment constraints, inadequate time to work on the tracks, and the lack of qualified personnel. Mr. Williams said that this request calls for \$370 million to acquire one track laying system, two undercutting machines, three high-speed surfacing consists, reference surfacing, heavy lift cranes, and necessary freight cars/motive power to support logistical needs. The Board reviewed the specifics of the request and Mr. Williams and Mr. Anderson responded to questions. After discussion, upon a motion made by Mr. Carper and seconded by Mr. DiClemente, the Board voted to adopt the following resolutions:

WHEREAS, In order to address the challenges of the Corporation that result from outmoded, unproductive and insufficient replace, repair and maintain Maintenance of Way (MOW) equipment, Amtrak Management has proposed and presented to the Board of Directors a plan for the acquisition of equipment (equipment plan) that will help the Corporation to accomplish an optimal state-of-good-repair (SOGR) plan and achieve its business goals; and

WHEREAS, The equipment plan includes a five-year funding request that would allow for the acquisition of the equipment necessary to accomplish an optimal state-of-good-repair plan; and

WHEREAS, The Board of Directors has reviewed the equipment plan and five-year funding request and has determined that implementing the equipment plan and funding plan are in the best interests of the Corporation for the reasons stated in

the plans and otherwise presented to the Board; therefore, be it

RESOLVED, That the Board of Directors endorses and approves Management's equipment plan and five year funding request; and

FURTHER RESOLVED, That the Board of Directors authorizes the President & CEO, Executive Vice President and Chief Operating Officer, Vice President and Chief Engineer, Executive Vice President and Chief Administration Officer, Vice President and Chief Logistics Officer and Executive Vice President and Chief Financial Officer, and each of them, to take all necessary and appropriate actions to implement and advance Management's equipment plan and five year funding plan as presented to the Board; and

FURTHER RESOLVED, That the Board of Directors requires that said Officers of the Corporation regularly inform the Board of the progress of the equipment plan implementation, including the advancement of the state-of-good-repair work and other improvements on and to Amtrak right of way, and the impact of such work and improvements with respect to the Corporation's business goals.

(3-0-1) (Mr. Nissenbaum abstained.)

FY18 FEDERAL GRANT AMENDMENT

Ms. Sharma requested the Board's approval for the FY18 full-year funding amendments to the Northeast Corridor (NEC) and National Network (NN) grants. She briefed the Board on the background of the annual FRA-Amtrak federal grant process, amendment package components, changes to previous agreements, and the timeline to complete the process and draw an additional \$1.2 billion funding for the current fiscal year. The Board reviewed the request and Ms. Sharma responded to questions. After discussion, a motion made by Mr. Carper and seconded by Mr. DiClemente, the Board voted to adopt the following resolutions:

WHEREAS, The Corporation has entered into an agreement with the Federal Railroad Administration dated November 24, 2017, regarding federal grant funds being provided to the Corporation for use in connection with the Corporation's Northeast Corridor, which Agreement was amended on January 17, 2018, February 8, 2018, and March 15, 2018 (as amended, the "FY 2018 Northeast Corridor Grant Agreement"); and

WHEREAS, The Corporation has entered into an agreement with the Federal Railroad Administration dated November 27, 2017, regarding federal grant funds being provided to the Corporation for use in connection with the Corporation's National Network, which Agreement was amended on January 17, 2018, February 8, 2018, and March 15, 2018 (as amended, the "FY 2018 National Network Grant Agreement"); and

WHEREAS, The Consolidated Appropriations Act, 2018 contained appropriations and requirements affecting both the FY 2018 Northeast Corridor Grant Agreement and the FY 2018 National Network Grant Agreement, and the parties desire to amend both Agreements to reflect those appropriations and requirements; and

WHEREAS, The Board of Directors deems it to be in the best interests of the Corporation that the FY 2018 Northeast Corridor Grant Agreement and the FY 2018 National Network Grant Agreement should be so amended; therefore, be it

RESOLVED, That the Board of Directors approves (i) Amendment No. 4 to the FY 2018 Northeast Corridor Grant Agreement, and (ii) Amendment No. 4 to the FY 2018 National Network Grant Agreement, both on the terms presented to the Board; and

FURTHER RESOLVED, That the President and Chief Executive Officer or the Chief Financial Officer (or the Director, Grants Administration on behalf of and at the instruction of either of them) be and they each hereby are authorized to execute and deliver on behalf of the Corporation Amendment No. 4 to the FY 2018 Northeast Corridor Grant Agreement and Amendment No. 4 to the FY 2018 National Network Grant Agreement, each with such changes and modifications as the President and Chief Executive Officer or Chief Financial Officer may in their sole discretion deem necessary or advisable, as conclusively evidenced by the execution and delivery of Amendment No. 4 to the FY 2018 Northeast Corridor Grant Agreement and Amendment No. 4 to the FY 2018 National Network Grant Agreement, respectively.

(3-0-1) (Mr. Nissenbaum abstained.)

At 11:05 a.m., Ms. Sharma left the meeting. David Handera (Vice President, Passenger Accessibility) joined the meeting.

ADA PROGRAM REVIEW

Mr. Handera provided the Board with an update on the Americans with Disabilities Stations Program (ADASP). He said that the ADASP is a multi-year program to bring the stations Amtrak serves into compliance with the ADA requirements as efficiently as possible and to provide the best possible service to passengers with disabilities. Mr. Handera explained that ADA stations work is divided into four phases; survey, assessment, design, and construction and that Amtrak is implementing specific initiatives focused on speeding up the program. Mr. Handera discussed the status of PIDS, Accessible Boarding Technologies, program considerations, and risks.

Ms. Acheson updated the Board on the status of the ADA Consent Decree. She said that there were a few remaining issues to be resolved and that a final agreement was close at hand.

Following discussion, Ms. Acheson, Mr. Handera and Mr. Stadtler responded to questions.

MAJOR STATIONS OVERVIEW

Mr. Stadtler presented the Board with the major stations update. He discussed the specifics of projects at Baltimore Penn Station, Chicago Union Station, Philadelphia 30th Street Station, and Washington Union Station. The Board reviewed the update and Mr. Stadtler, Mr. Anderson, and Mr. Gardner responded to questions.

At 11:40 a.m., Management left the meeting and the Board took a brief break.


At 11:55 a.m., Chairman Coscia reconvened the meeting in Executive Session. Mr. Kan and Mr. Flowers rejoined the meeting.


EXECUTIVE SESSION

The Board met in Executive Session without Management and the President & CEO present.

ADJOURNMENT

There being no further business before the Board, the meeting adjourned at 12:20 p.m.


Eleanor D. Acheson
Corporate Secretary


Phil A. Hancock
Senior Assistant Corporate Secretary